

Company number >>> Registration No.>>

PRIVATE >>> SHARES

V >>> S

<<COMPANY >>> "Company")

<< Circulation Date (Date Of Board Meeting)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following **EITHER** ordinary resolution and special resolution[s] be passed [as an ordinary resolution and special resolution[s]]¹.

[ORDINARY RESOLUTION

That the Company be and lawfully is authorised pursuant to section 690 of the Companies Act 2006 and the Memorandum and Articles of Association to make an offer to purchase or acquire shares in the Company with a proposed contract to be entered into with the Company and (2) << name of Vendor(s) >> in respect of the purchase by the Company of << number >> ordinary shares of the Company for the sum of << amount >> that any one director for the purpose of identification of the contract on behalf of the Company thereunder.]

SPECIAL RESOLUTION

That, on the basis of the consideration annexed hereto, the consideration for the purchase of the shares of the Company and initialled by the signatories for the purpose of identification of the ordinary resolution made under section 690 of the Companies Act 2006 to consist of a payment out of capital of the Company of << amount >> << name of Vendor(s) >> in respect of the purchase by the Company of << number >> ordinary shares of the Company for the sum of << amount >> that any one director for the purpose of identification of the contract on behalf of the Company thereunder.]

AGREEMENT

Please read the notes at the end of this document signifying your agreement to the terms of this resolution.

¹ The ordinary resolution will not be required if the Company has already authorised under section 693A of the Companies Act 2006 to make multiple buybacks for the purposes of an employees' share scheme).

Resolutions.

The undersigned, a person entitled to vote on << Circulation Date (Date Of Board Meeting) >>, hereby irrevocably authorizes the undersigned to execute the Resolutions on << Circulation Date (Date Of Board Meeting) >>, hereby irrevocably authorizes the undersigned to execute the Resolutions:

Signed by << Name of member >>
Date

S
A
M
P
L
E

NOTES

1. You can choose to agree to all or only some of the Resolutions. If you agree to some, please indicate which ones by signing and dating the signed version either by hand or by email to << Email Address >> or by fax to << Fax Number >>.

You may not return the Resolution by any other method.

If you do not agree to all of the Resolutions, you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement, you may not revoke your agreement.

3. Unless, by << Date 7 Days After >>, sufficient agreement has been received for the Resolutions to pass, if you agree to the Resolutions, please ensure that your agreement reaches the company by that date.

S

A

M

P

L

E